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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0076

May 31, 2002 Expires: Estimated Average burden hours per form

16.00

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE C	ONLY
Prefix	Serial
DATE RECE	IVED I

						111.00	,	
Name of Offering	(\square check if this is an	amendment and name l	nas changed, and in	dicate change.)	i	1642	72	_
	k box(es) that apply): New Filing	Rule 504	Rule 505	X Rule 506	☐ Section	4(6)	ULOE	
Type of Filing:	New Filling		DACIC IDENTIF	ICATION DATA				
			BASIC IDENTIF	ICATION DATA				
1. Enter the inform	ation requested about the	issuer						
Name of Issuer	(☐ check if this is an	amendment and name	has changed, and ir	ndicate change.)				
Lighthouse Diversi	ified Fund (QP) II, L.P.		_	<u> </u>				
Address of Executiv	ve Offices	(Num	er and Street, City	State, Zip Code)	Telephone Nu	mber (Including A	Area Code	:)
3801 PGA Blvd., S	uite 555, Palm Beach G			•	(561) 741-082	20		,
Address of Principa	l Business Operations	(Num	per and Street, City	State, Zip Code)	Telephone Nu	mber (Including A	Area Code	:)
(if different from Ex	xecutive Offices)	Same						
Brief Description of	f Business						[PROCESSEI
Investments in Sec	curities						9	UUCEGOE
Type of Business O	rganization							ALAN O S OAGO
☐ corporatio	on	Ilmited partner	ship, already forme	:d	other (p	lease specify):	P	MAY 0 1 2002
business tr	rust	☐ limited partnersl	nip, to be formed					THOMSON
	Date of Incorporation or	-	Month 1 0 Postal Service Ab	Year 0 1 breviation for State:	X Actual	☐ Estimated		FINANCIAL
		CN for Canada; FN	I for other foreign j	urisdiction)		ſ	D E	J

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2. Enter the informati	on requested for the f		TIFICATION DATA		
	-	onowing. or has been organized within the	nast five years:		
•		-	e vote or disposition of, 10% or	more of a class of ea	with caparities of the issuer
			te general and managing partner		-
			e general and managing partier.	s of partifership issue	is, and
Check Box(es) that Apply:	managing partner of p	Beneficial Owner	☐ Executive Officer	Director	☐ General and/or
Check Box(cs) that Apply.	T Tomoter	Delicheral Owner	L'Accutive Officer	Director	Managing Partner
Full Name (Last name first, if	individual)				
Asset Management Advisors	, LLC				
Business or Residence Addres	(Number and Stre	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, F	alm Beach Gardens	, FL 33410			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	✓ General and/or
Full Name /Lest name first 16	individual)				Managing Partner
Full Name (Last name first, if	muiviuuai)				
Lighthouse Partners, L.L.C. Business or Residence Address	(Number and Stra	et, City, State, Zip Code)			
		•			
3801 PGA Blvd., Suite 555, F					——————————————————————————————————————
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				Trianaging Farmer
Lighthouse Diversified Mast	er Fund. L.P.				
Business or Residence Address		et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, F	alm Beach Gardens	, FL 33410			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or
5 4 2 2					Managing Partner
Full Name (Last name first, if	individual)				
Perry, Henry A.	21 1 10:	0': 0: 7: 0 1)			
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, P					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				Managing Faither
Robert P. Swan					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, P	alm Beach Gardens	. FL 33410			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or
					Managing Partner
Full Name (Last name first, if	individual)				
Lakin, Kevin R.	01 1 15	0'- 0- 7'-0			
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, P				·	
Check Box(es) that Apply:	➤ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Full Name (Last name first, if	ndividual)				Managing Partner
	,				
AMA Holdings, Inc.	(Number and Stree		<u> </u>		

3801 PGA Blvd., Suite 555, Palm Beach Gardens, FL 33410

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDEN	TIFICATION DATA		
2. Enter the information	n requested for the f	following:			
Each promoter of to	he issuer, if the issue	er has been organized within the	past five years;		
 Each beneficial ow 	ner having the powe	er to vote or dispose, or direct the	vote or disposition of, 10% or	more of a class of eq	uity securities of the issuer;
 Each executive offi 	icer and director of o	corporate issuers and of corporate	e general and managing partner	s of partnership issue	rs; and
Each general and n	nanaging partner of p	partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
SunTrust Banks, Inc.			<u></u>		
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
303 Peachtree Street, NE, Atla	anta, GA 30303				
Check Box(es) that Apply:	× Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Lighthouse Super Cash Fund			<u> </u>		
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, Pa	ılm Beach Gardens	s, FL 33410			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if in	ndividual)				
Sean G. McGould					
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, Pa	ılm Beach Gardens	, FL 33410			
Check Box(es) that Apply:	X Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if it	ndividual)				
Dana Hall					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
3801 PGA Blvd., Suite 555, Pa	ılm Beach Gardens	, FL 33410			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Full Name (Last name first, if ir	ndividual)				Managing Partner
, ,,,,,,,,	,				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or
			Executive Officer		Managing Partner
Full Name (Last name first, if in	ndividual)				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
	(Use	blank sheet, or copy and use add	itional copies of this sheet, as n	ecessary.)	

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual? S1,000,000,000 Does the offering permit joint ownership of a single unti? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation for that broker or dealer only. WONE Uniform for Associated Broker or Dealer Lates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DI] [MIT] [NE] [NY] [NH] [NY] [NY] [NY] [NY] [NY] [NY] [NY] [NY						В.	INFORM	IATION .	ABOUT (OFFERIN	G					
Answer also in Appendix, Column 2, if filing under ULCE. What is the minimum investment that will be accepted from any individual? Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in econection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer greated with the SEC and/or with a state or estack, Ist the name of the broker or dealer. If nor than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer and that the color of the information for that broker or dealer only. WONE Ususiness or Residence Address (Number and Street, City State, Zip Code) Itates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [QA] [HI] [DD] [DV] [PA] [NV] [NV] [PA] [NV] [NV] [NV] [PA] [NV] [NV] [NV] [NV] [NV] [NV] [NV] [NV		77 .1 .1				11	••.		.1. 60 :	0					Yes	No
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Does the offering permit joint ownership of a single unit? Canada Cana	2.	What is the m	ainimum in	vactmant th	at will be a										\$1,000	በበበ ሰቦ፡
Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated person or dealer only. **NONE** **West Table **Individual** **Work** **Work** **Individual** **Work** **Individual** **Work** **Individual** **	۷.	Wijal is the ij))))))))))))))))	vesiment in	at will be a	ccepted no	ili aliy ilidiv	riduar:					• • • • • • • • • • • • • • • • • • • •	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, its the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. WINDE UNIVARIED Last name first, if individual) WONE Universe or Residence Address (Number and Street, City State, Zip Code) Value of Associated Broker or Dealer V	3.	Does the offe	ring permit	joint owne	rship of a s	ingle unit?	•••••	••••	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			************		·		
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(Check "All States" or check individual States) All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]																
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]	tat	es in Which Per	rson Listed	Has Solicit	ed or Intend	ds to Solicit	Purchasers						··· <u>·</u>			
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]		(Check "A"	ll States" o	r check indi	vidual State	es)									All St	ates
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			[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	įΜij	[MN]	[MŚ]	[MO]		
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]		[IL]			- 1	* -		- ·- ·-					7			

^{*}May be waived by the General Partner

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E OF PROCE	EEDS	;	
Ι.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of securities offered for exchange and already exchanged.				
	Type of Security	Aggregate Offering Price		Amount So	-
	Debt	\$	_	\$	
	Equity	\$	_	\$	
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$	_	\$	
	Partnership Interests	\$ 200,000,00	0	\$ <u>84,6</u>	61,939*
	Other (Specify:	\$	_	\$	
	Total	\$ 200,000,00	<u>0</u>	\$ <u>84,6</u>	61,939*
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
		Number Investors		Aggre Dollar A of Pure	Mount
	Accredited Investors	44		\$ <u>84,6</u>	61,939*
	Non-accredited Investors		-	\$	0
	Total (for filings under Rule 504 only)	44	-	\$ <u>84,6</u>	61,939*
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.				
	Type of offering	Type of Security	y	Dollar A So	
	Rule 505			\$	
	Regulation A		-	\$	
	Rule 504			\$	
	Total			\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees	*************		\$	
	Printing and Engraving Costs			\$	
	Legal Fees		\times	\$	10,00
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)			\$	_
	Other Expenses (identify) miscellaneous & filing		X	\$	10,000

.....

 \times

20,000

^{*}Represents net capital contributions through 3/31/02.

C	. OFFERING	PRICE.	NUMBER	OF INVESTORS.	EXPENSES	AND USE OF PROCEEDS	

b. Enter the difference between the aggregate offering price given in response to and total expenses furnished in response to Part C - Question 4.a. This difference is proceeds to the issuer."	s the "adjusted gross	\$	199,980,000
Indicate below the amount of the adjusted gross proceeds to the issuer used or propose of the purposes shown. If the amount for any purpose is not known, furnish an estimate the left of the estimate. The total of the payments listed must equal the adjusted gross set forth in response to Part C - Question 4.b above.	and check the box to		
		Payments to Officers, Directors, and Affiliates	Payments to Others
Salaries and fees (1)		\$	□ \$
Purchase of real estate		\$	□ \$
Purchase, rental or leasing and installation of machinery and equipment		\$	□ \$
Construction or leasing of plant buildings and facilities		\$	\$
Acquisition of other businesses (including the value of securities involved in this offering may be used in exchange for the assets or securities of another issuer pursuant to a mergent of the assets or securities of another issuer pursuant to a mergent of the assets or securities of another issuer pursuant to a mergent of the assets or securities of another issuer pursuant to a mergent of the assets or securities of another issuer pursuant to a mergent of the assets of the asset o	_	\$	□ s
Repayment of indebtedness		\$	□ \$
Working capital		\$	□ \$
Other (specify): Partnership Investments		\$	⊠ \$ <u>199,980,000</u>
Column Totals		\$	⋉ \$ <u>199,980,000</u>
Total Payments Listed (column totals added)	•••••••••	⊠ \$_19	99,980,000 (1)
D. FEDERAL SIGNA	TURE		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. In undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon ion-accredited investor pursuant to paragraph (b)(2) of Rule 502.			
Signature BY: Lighthouse Partners Lighthouse Diversified Fund (QP) II, L.P. By:	s, L.L.C., General Partner	Date April 1	0,2003
Name of Signer (Print or Type) Robert P. Swan, III V, P. + C.F.O			

(1) The partnership will pay the general partner an annual management fee of 1.5% of the total capital in the partnership. In addition, the partnership may pay management fees and performance allocations to sub-advisors.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)